

Form PTO-1594 (Rev. 07/05)

OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office; Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies): Derek Sivars		2. Name and address of receiving party(ies) Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- State: _____ <input type="checkbox"/> Other _____		Name: <u>MusicBaby, LLC</u> Internal _____ Address: _____ Street Address: <u>2710 Thomas Avenue</u> City: <u>Cheyenne</u> State: <u>WY</u> Country: <u>USA</u> Zip: <u>82001</u>	
Citizenship (see guidelines) _____ Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input type="checkbox"/> Corporation Citizenship _____ <input checked="" type="checkbox"/> Other <u>LLC</u> Citizenship _____	
3. Nature of conveyance /Execution Date(s) : Execution Date(s) <u>12/30/2007</u> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____		If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)	
4. Application number(s) or registration number(s) and identification or description of the Trademark. A. Trademark Application No.(s) Serial No. <u>78777617</u>		B. Trademark Registration No.(s) Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): The name of the mark is CD BABY. Filing date of application is December 20, 2005.			
5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Derek Sivars</u> Internal Address: _____ Street Address: <u>14625 S.W. Milikan Way, #50960</u> City: <u>Beaverton</u> State: <u>OR</u> Zip: <u>97005</u> Phone Number: _____ Fax Number: _____ Email Address: <u>derek@cdbaby.com</u>		6. Total number of applications and registrations involved: 1	
		7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ <u>40.00</u> <input checked="" type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed	
		8. Payment Information: a. Credit Card Last 4 Numbers <u>8267</u> Expiration Date <u>09/09</u> b. Deposit Account Number _____ Authorized User Name _____	
9. Signature: <u>Derek Sivars</u> Signature Derek Sivars Name of Person Signing		Date <u>01/24/2008</u> Total number of pages including cover sheet, attachments, and document: 6	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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Form PTO-1594 (Rev. 07/05)
OMB Collection 0951-0027 (exp. 8/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Derek Silvers

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? No

Name: MusicBaby, LLC
Internal
Address: _____
Street Address: 2710 Thomas Avenue
City: Cheyenne
State: WY
Country: USA Zip: 82001

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other LLC Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance ()/Execution Date(s) :
Execution Date(s) _____

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and
A. Trademark Application No.(s)
Serial No. 78777617

Identification or description of the Trademark.
B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
The name of the mark is CD BABY. Filing date of application is December 20, 2005.

5. Name & address of party to whom correspondence concerning document should be mailed:
Name: Derek Silvers
Internal Address: _____
Street Address: 14525 S.W. Millikan Way #50880
City: Beaverton
State: OR Zip: 97005
Phone Number: _____
Fax Number: _____
Email Address: derek@cdbaby.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment information:
a. Credit Card Last 4 Numbers 8267
Expiration Date 09/09
b. Deposit Account Number _____
Authorized User Name _____

9. Signature: Derek Silvers
Signature
Derek Silvers
Name of Person Signing

December 30, 2007
Date
Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1490, Alexandria, VA 22313-1490

DP 540.00 78777617

U.S. DISTRICT COURT

SERVICE MARK ASSIGNMENT AGREEMENT

WHEREAS, DEREK SIVERS, an Individual, having his principal office at 14525 S.W. Milikan Way, #50960, Beaverton, OR 97005 ("Sivers") has been using the service mark "CD BABY" for some or all of the following classifications: (1) online retail store services featuring downloadable prerecorded music video items, and audiovisual items such as DVD's, compact discs, cassettes, posters and T-shirts; wholesale distributorship featuring downloadable digital music and video recordings to retailers of digital music and video; and (2) digital formatting of music and images, namely, processing of digital music and video images into downloadable products, and is the owner of the U.S. Service Mark Application (Serial No. 78777617) and the International Registration (Registration No. 0901110) for the mark "CD BABY" (the "Service Mark");

WHEREAS, MUSICBABY, LLC, a Wyoming limited liability company, having its principal office at 2710 Thomas Avenue, Cheyenne, WY 82001 ("MusicBaby"), is desirous of acquiring from Sivers the Service Mark.

NOW, THEREFORE, for sufficient good and valuable consideration, the receipt of which is hereby acknowledged, Sivers does hereby sell, assign and transfer to MusicBaby, on a worldwide basis, all right, title and interest in, to and under the Service Mark, arising under the laws of any nation, state or jurisdiction, together with all goodwill appurtenant thereto, the U.S. Service Mark Application (Serial No. 78777617) and the International Registration (Registration No. 0901110) for the mark "CD BABY", and together with the right to bring actions and to recover damages for any past infringement of the Service Mark.

Sivers will cooperate and assist MusicBaby and take such reasonable action as MusicBaby may request to effect, evidence, record or perfect the sale, assignment, transfer and recordation of the rights described herein or in connection with MusicBaby's prosecution of any applications for service mark or service mark registration associated with the rights being assigned hereunder, including without limitation, the execution and authorization of filing of transfer documents.

SIGNED EFFECTIVE this 30 day of December, 2007.


Derek Sivers

(notary block on following page)

1 - SERVICE MARK ASSIGNMENT AGREEMENT

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TRADEMARK

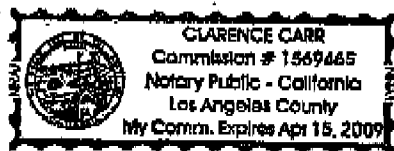
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U.S. 1111

STATE OF California
County of Los Angeles) ss.

On this 9 day of January, 2008, before me, the undersigned, a Notary Public in and for the State of California, duly commissioned and sworn, personally appeared DEREK SIVERS, the person who executed the within and foregoing instrument, and acknowledged said instrument to be his free and voluntary act and deed for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.



Clarence Carr
[Notary Signature]
Printed Name: CLARENCE CARR
My commission expires: 4-15-2009

2 - SERVICE MARK ASSIGNMENT AGREEMENT

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